

UNITED RENTALS INC /DE
Form 3
August 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â RAM Holdings, Inc.		(Month/Day/Year)	UNITED RENTALS INC /DE [URI]	
(Last)	(First)	(Middle)	07/22/2007	
C/O CERBERUS CAPITAL MANAGEMENT, L.P., Â 299 PARK AVENUE, 22ND FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10171			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	3,755,981 <u>(1)</u> <u>(2)</u>	I <u>(1)</u> <u>(2)</u>	By certain individuals, limited partnerships and limited liability companies <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Perpetual Convertible Preferred Stock	07/22/2007	∞ ⁽³⁾	Common Stock, par value \$0.01 per share	12,000,000	\$ 25	I ⁽¹⁾ ⁽²⁾	By certain limited partnerships ⁽¹⁾ ⁽²⁾
Series D Class D-1 Perpetual Convertible Preferred Stock	07/22/2007	∞ ⁽³⁾	Common Stock, par value \$0.01 per share	3,508,400	\$ 30	I ⁽¹⁾ ⁽²⁾	By certain limited partnerships ⁽¹⁾ ⁽²⁾
Series D Class D-2 Perpetual Convertible Preferred Stock	07/22/2007	∞ ⁽³⁾	Common Stock, par value \$0.01 per share	1,491,600	\$ 30	I ⁽¹⁾ ⁽²⁾	By certain limited partnerships ⁽¹⁾ ⁽²⁾
Warrants	07/22/2007	∞ ⁽³⁾	Common Stock, par value \$0.01 per share	3,671,000	\$ 10	I ⁽¹⁾ ⁽²⁾	By certain individuals and limited liability companies ⁽¹⁾ ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAM Holdings, Inc. C/O CERBERUS CAPITAL MANAGEMENT, L.P. 299 PARK AVENUE, 22ND FLOOR NEW YORK, NY 10171	∞	∞ X	∞	∞

Signatures

/s/ Steven F. Mayer,
President

08/01/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) RAM Holdings, Inc. ("RAM") is a party to (i) a Voting Agreement dated as of July 22, 2007 by and among RAM, RAM Acquisition Corp., a wholly owned subsidiary of RAM ("Merger Sub"), each of the entities set forth on Schedule A thereto and, for limited purposes, United Rentals, Inc. (the "Company") (the "Voting Agreement") and (ii) a Warrant Holders Agreement dated as of July 22, 2007 by and

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among RAM, Merger Sub, certain holders of warrants for common stock of the Company that are parties thereto and, for limited purposes, the Company (the "Warrant Holders Agreement", and together with the Voting Agreement, the "Stockholders Agreements"). The Stockholders Agreements were entered into in connection with an Agreement and Plan of Merger dated as of July 22, 2007 by and among RAM, Merger Sub and the Company (the "Merger Agreement").

- (2) Pursuant to the Stockholders Agreements, RAM has shared voting power and certain other rights with respect to 24,426,981 shares of common stock, par value \$0.01 per share (the "Shares"), of the Company that are the subject of the Stockholders Agreements. As a result, RAM may be deemed to beneficially own such Shares. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by RAM or any other person that it is the beneficial owner of any of the securities referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

- (3) Pursuant to the Voting Agreement, at the Effective Time (as defined in the Merger Agreement), the shares of Series C Preferred Stock of the Company and Series D Preferred Stock of the Company subject to the Voting Agreement shall automatically convert into the right to receive an amount in cash equal to the Series C Preferred Stock Merger Consideration and the Series D Preferred Stock Merger Consideration, as applicable (as defined in the Merger Agreement). Pursuant to the Warrant Holders Agreement, prior to the Effective Time, holders of warrants subject to the Warrant Holders Agreement shall exercise their warrants in accordance with the terms of the warrants. The Shares issuable upon the exercise of such warrants shall be entitled to receive Common Stock Merger Consideration (as defined in the Merger Agreement) in connection with the consummation of the merger of Merger Sub with and into the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.